

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE MIDDLE DISTRICT OF PENNSYLVANIA

IN RE:	)	Chapter 11
	)	
SCHUYLKILL RAIL CAR, INC.,	)	Case No.: 1:14-bk-02477-RNO
	)	
Debtor in Possession.	)	
	)	
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GILMOUR CONSULTING LLC, PLAN	)	
ADMINISTRATOR,	)	
	)	
Movant,	)	
	)	
vs.	)	
	)	
FIRST NATIONAL BANK OF	)	
PENNSYLVANIA, AMERICAN EAGLE	)	
PAPER MILLS, ALLEGHENY VALLEY	)	
RAILROAD COMPANY, BUFFALO AND	)	
PITTSBURGH RAILROAD, CAMP	)	
CHASE INDUSTRIAL RAILROAD	)	
CORP., CANDO RAIL SERVICES, LTD.,	)	
EDWARDS AND ROSE COTTONSEED,	)	
L.P. D/B/A CAPE AND SON,	)	
CATERPARROTT RAILNET, CENTRAL	)	
MAINE AND QUEBEC US RAILWAY,	)	
INC., COMBINED METAL INDUSTRIES	)	
INC., CSX TRANSPORTATION INC.,	)	
CANTON RAILROAD CO., DELAWARE-	)	
LACKAWANNA RAILROAD CO., INC.,	)	
DEPEW, LANCASTER AND WESTERN	)	
RAILROAD CO., INC., HAPPY VALLEY	)	
BLENDING LLC, FINGER LAKES	)	
RAILWAY CORP., HOUSATONIC	)	
RAILROAD CO., INC., INTERSTATE	)	
COMMODITIES, INC., INTERSTATE	)	
INDUSTRIAL SANDS, LLC, JUNIATA	)	
VALLEY RAILROAD, KOPPERS, INC.,	)	
LYCOMING VALLEY RAILROAD,	)	
MITTAL STEEL USA - RAILWAYS,	)	
INC., NITTANY AND BALD EAGLE	)	
RAILROAD, NORFOLK SOUTHERN	)	

CORPORATION, HOOSIER )  
MAGNETICS, INC., OWEGO AND )  
HARTFORD RAILWAY, INC., POTTERS )  
INDUSTRIES LLC, RAILWORKS )  
MAINTENANCE OF WAY, INC., REIST )  
POPCORN CO., DEL MONTE FOODS, )  
INC., SAGER CREEK FOODS, INC., )  
STEELTON AND HIGHSPIRE )  
RAILROAD CO., THE J.M. SMUCKER )  
CO., YOUNGSTOWN AND )  
SOUTHEASTERN RAILROAD, )  
LEESPORT BANK, VIST BANK, )  
TOMPKINS VIST BANK, LAWRENCE V. )  
YOUNG, ESQ., CGA LAW FIRM, ALEX )  
EVERHART, ROBERT L. KNUPP, )  
ESQUIRE, INTERNAL REVENUE )  
SERVICE, PENNSYLVANIA )  
DEPARTMENT OF REVENUE )  
Respondents. )

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IN RE: ) Chapter 11  
D&D RAILCAR, INC., )  
Debtor in Possession. )  
Case No.: 1:14-bk-02478-RNO  
GILMOUR CONSULTING LLC, PLAN )  
ADMINISTRATOR, )  
Movant, )  
vs. )  
FIRST NATIONAL BANK OF )  
PENNSYLVANIA, AMERICAN EAGLE )  
PAPER MILLS, ALLEGHENY VALLEY )  
RAILROAD COMPANY, BUFFALO AND )  
PITTSBURGH RAILROAD, CAMP CHASE )  
INDUSTRIAL RAILROAD CORP., CANDO )  
RAIL SERVICES, LTD., EDWARDS AND )  
ROSE COTTONSEED, L.P. D/B/A CAPE )

AND SON, CATERPARROTT RAILNET, )  
 CENTRAL MAINE AND QUEBEC US )  
 RAILWAY, INC., COMBINED METAL )  
 INDUSTRIES INC., CSX )  
 TRANSPORTATION INC., CANTON )  
 RAILROAD CO., DELAWARE- )  
 LACKAWANNA RAILROAD CO., INC., )  
 DEPEW, LANCASTER AND WESTERN )  
 RAILROAD CO., INC., HAPPY VALLEY )  
 BLENDING LLC, FINGER LAKES )  
 RAILWAY CORP., HOUSATONIC )  
 RAILROAD CO., INC., INTERSTATE )  
 COMMODITIES, INC., INTERSTATE )  
 INDUSTRIAL SANDS, LLC, JUNIATA )  
 VALLEY RAILROAD, KOPPERS, INC., )  
 LYCOMING VALLEY RAILROAD, )  
 MITTAL STEEL USA – RAILWAYS, INC., )  
 NITTANY AND BALD EAGLE )  
 RAILROAD, NORFOLK SOUTHERN )  
 CORPORATION, HOOSIER MAGNETICS, )  
 INC., OWEGO AND HARTFORD )  
 RAILWAY, INC., POTTERS INDUSTRIES )  
 LLC, RAILWORKS MAINTENANCE OF )  
 WAY, INC., REIST POPCORN CO., DEL )  
 MONTE FOODS, INC., SAGER CREEK )  
 FOODS, INC., STEELTON AND )  
 HIGHSPIRE RAILROAD CO., THE J.M. )  
 SMUCKER CO., YOUNGSTOWN AND )  
 SOUTHEASTERN RAILROAD, LEESPORT )  
 BANK, VIST BANK, TOMPKINS VIST )  
 BANK, LAWRENCE V. YOUNG, ESQ., )  
 CGA LAW FIRM, ALEX EVERHART, )  
 ROBERT L. KNUPP, ESQUIRE, INTERNAL )  
 REVENUE SERVICE, PENNSYLVANIA )  
 DEPARTMENT OF REVENUE )  
 Respondents. )

**AMENDED NOTICE WITH EXHIBITS “A” AND “B”**  
**TO CREDITORS AND OTHER PARTIES IN INTEREST OF MOTION TO**  
**SELL PERSONAL PROPERTY FREE AND CLEAR OF LIENS, CLAIMS,**  
**INTERESTS AND ENCUMBRANCES PURSUANT TO SECTION 363 OF**  
**THE BANKRUPTCY CODE**

**PLEASE TAKE NOTICE** that on June 6, 2017 the United States Bankruptcy Court for the Middle District of Pennsylvania (the "Court") entered an Order setting an objection deadline of June 20, 2017 and scheduling a hearing for June 29, 2017 on the Chapter 11 Plan Administrator's Joint Motion requesting approval for the auction of rail cars and rail car leases owned by Schuylkill Rail Car, Inc. ("Schuylkill") and D & D Railcar, Inc. ("D & D"), respectively, free and clear of all liens, claims, interests and encumbrances in the Chapter 11 cases *In re Schuylkill Rail Car, Inc.*, Case No.: 1:14-bk-02477-RNO and *In re D & D Railcar, Inc.*, Case No.: 1:14-bk-02478-RNO. Schuylkill and D&D are located at 3 Hockersville Road, Hershey, PA 17033, and 1058 Pennsylvania Avenue, Hershey, PA 17111, respectively.

A list of the rail cars subject to the auction is attached hereto at **Attachment "A" ("Rail Cars")**. A list of the rail car leases subject to the auction is attached hereto at **Attachment "B" ("Rail Car Leases")**.

**PLEASE TAKE FURTHER NOTICE** that the Plan Administrator, Gilmour Consulting LLC, has entered into an Exclusive Brokerage/Online Auction Listing Contract under which the Rail Cars and Rail Car Leases are to be auctioned online at the highest and best offers received. The Auctioneer is Missouri Rail Group, LLC d/b/a Ozark Mountain Railcar, located in Kirbyville, MO, which will work in conjunction with Comly Auctioneers and Appraisers located at 1825 E. Boston St., Philadelphia, PA 19125. Any interested party can inquire about the auction by reviewing the information on the auction web site [www.ozarkmountainrailcar.com](http://www.ozarkmountainrailcar.com) or by contacting Mr. John Suscheck at [sales@ozarkmountainrailcar.com](mailto:sales@ozarkmountainrailcar.com) or 417-336-2401.

**The online auction will take place during a three (3) day bidding period that will begin on July 18, 2017 at 8:00 a.m. CST and ending on July 20, 2017 at 5:00 p.m. CST, on the Auctioneer's auction website [www.ozarkmountainrailcar.com](http://www.ozarkmountainrailcar.com). The Rail Cars will be subject to certain "Reserve" prices which must be met or exceeded during bidding for them to be sold.**

The Rail Cars and associated Rail Car Leases will be sold free and clear of all liens and/or encumbrances (judicial, statutory and consensual), security interests, claims, charges and interests, if any, for which notice has been served, and all of which shall be divested from the Rail Cars and Rail Car Leases and attach to the auction sale proceeds, in the order of their priority.

The Rail Cars and associated Rail Car Leases will be sold in "AS IS", "WHERE IS" condition, without representations or warranties of any kind whatsoever. The proceeds of the sale will be distributed in accordance with Schuylkill's Third Amended Plan of Reorganization and D & D's Second Amended Plan of Reorganization.

Because the Rail Cars are in service, it may not be practical for bidders to physically examine them, but potential bidders can contact Mr. John Suscheck at [sales@ozarkmountainrailcar.com](mailto:sales@ozarkmountainrailcar.com) or 417-336-2401 about that possibility. Inquiries regarding this proposed sale should be directed to the Plan Administrator by contacting Mr. Neil Gilmour at [neil@gilmour-consulting.com](mailto:neil@gilmour-consulting.com), and not directed to the Court.

**PLEASE TAKE FURTHER NOTICE** that, pursuant to the terms of the Order, unless a written objection ("Objection") is filed with the Court by **June 20, 2017**, the Rail Cars and Rail Car Leases

will be auctioned free and clear of all liens, claims, encumbrances pursuant to, among other provisions, section 363 of title 11 of the United States Code and (ii) the executory contracts listed on Attachment B attached hereto will be assumed, assumed and assigned or rejected, as applicable, pursuant to section 365 of title 11 of the United States Code.

**Dated: June 6, 2017**

Eric L. Brossman  
Saul Ewing, LLP  
Attorneys for Chapter 11 Plan Administrator  
Penn National Insurance Plaza  
2 North Second Street, 7th Floor  
Harrisburg, PA 17101  
717.257.7570

LBR 4214  
LBR4252  
SKRX 4255  
SKRX 9244  
SKRX 9245  
SKRX 9254  
SKRX 9255  
SKRX 9261  
SKRX 9273  
LBR 4243  
LBR 4280  
WCOR 4900  
WCOR 4928  
WCOR 4935  
WCOR 4937  
LBR 6728

**EXHIBIT "A"**  
**to Motion to Sell**

2194 Cu Capacity Mill Gondola LEASED Roster

YARR	100
YARR	101
YARR	102
YARR	103
YARR	104
YARR	106
YARR	107
YARR	111
YARR	112
YARR	113
YARR	114
YARR	115
YARR	116
YARR	118
YARR	119
YARR	120
YARR	121
LBR	133
YARR	134
YARR	140
YARR	141
YARR	142
YARR	143
YARR	144
YARR	145
YARR	146
YARR	147
YARR	148
YARR	151
YARR	153
YARR	158
YARR	159
YARR	209
YARR	210
YARR	211
YARR	212
YARR	213
YARR	214
YARR	215
YARR	216
YARR	217
YARR	218
YARR	219

YARR	220
YARR	221
YARR	222
YARR	223
YARR	224
YARR	225
YARR	226
YARR	227
YARR	228
YARR	229
YARR	230
YARR	231
LBR	3300
LBR	3301
LBR	3302
LBR	3303
LBR	3304
LBR	3305
LBR	3306



**89 Foot Flat Car LEASED Flat Car Roster**

LBR	12005
LBR	12006
LBR	12007
LBR	12008
LBR	12009
LBR	12011
LBR	12012
LBR	12013
LBR	12014
LBR	12015
LBR	12016
LBR	12017
LBR	12018
LBR	12019
LBR	12020
LBR	12021
LBR	12022
LBR	14013
LBR	14014
LBR	14015
LBR	14016
LBR	14017
LBR	14018
LBR	14019
LBR	14020
LBR	14021
LBR	14022
LBR	14023
LBR	14024
LBR	14025
LBR	14026
LBR	14027
LBR	14028

4155 Cubic Capacity Gondola Cars LEASED Roster

LBR	2000
LBR	7046
DLWR 7008	

4000 Cubic Capacity Gondola Cars LEASED Roster

SKRX	2223
SKRX	2226
SKRX	7017
SKRX	2217
SKRX	2218
SKRX	7011
SKRX	7048
SKRX	7052

5277 Cubic Capacity Box Cars LEASED Roster

CMQ	4300
CMQ	4303
CMQ	4304
CMQ	4305
CMQ	4306
CMQ	4310
CMQ	4311
CMQ	4318
CMQ	4319
CMQ	4320
CMQ	4321
CMQ	4322
CMQ	4323
CMQ	4324
CMQ	4325
CMQ	4326
CMQ	4327
CMQ	4328
CMQ	4329
CMQ	4330
CMQ	4331
CMQ	4332
CMQ	4333
CMQ	4334
CMQ	4335
CMQ	4336
CMQ	4337
CMQ	4338
CMQ	4400
CMQ	4401
CMQ	4301

6500 Cubic Foot Wood Chip Hopper Car Roster

SKRX	32001
SKRX	32002

**5277 Cubic Foot Capacity Box Car Roster**

LBR	4301
LBR	4800
LBR	4808
LBR	4831
LBR	4835
WCOR	4936
WCOR	4939
WCOR	4940
WCOR	4941
WCOR	9857

5077 Cu Capacity Box Car Roster

YARR 9698
YARR 9839
YARR 9635
YARR 9691
YARR 9693
YARR 9815
YARR 9876
YARR 9878
YARR 9875
YARR 9679
LBR 9842
WCOR 9844
WCOR 9845
WCOR 9846
WCOR 9847
WCOR 9864
YARR 9879
YARR 9619
YARR 9631
WCOR 9831
WCOR 9870
YARR 9656
LBR 4821

LBR 4804

LBR 4818

LBR 4825

LBR 4828

LBR 4832

LBR 4834

LBR 4803

LBR 4810

LBR 4811

LBR 4812

LBR 4813

LBR 4814

LBR 4817

LBR 4819

LBR 4961

YARR 4801

YARR 4805



**4012 Cubic Foot Capacity Gondola Roster**

NSHR 2000
LBR 2204
NSHR 2207
SKRX 2212
NSHR 2214
NSHR 2216
LBR 7053
NSHR 2220
NSHR 2222
DLWR 7004
DLWR 7007
LBR 7010
LBR 7012
DLWR 7014
DLWR 7022
DLWR 7026
LBR 7060
LBR 7037
LBR 7040
LBR 7042
LBR 7044
LBR 7045
LBR 7051
LBR 7101

**Mill Gondola Roster**

SKRX 65000
SKRX 65001
SKRX 65002
SKRX 65003
SKRX 65004
SKRX 65005
SKRX 65006
YARR 65007
YARR 65008
YARR 65009
YARR 65010

Covered Hoppers 4650 and 4750

SKRX 55003  
SKRX 50013  
SKRX 50017  
SKRX 55000  
SKRX 55001  
SKRX 55002  
SKRX 55007  
SKRX 180000  
SKRX 180001  
SKRX 180002  
SKRX 180003  
SKRX 180004  
SKRX 180005  
SKRX 180006  
SKRX 180008  
SKRX 180009  
SKRX 180010  
SKRX 180011  
SKRX 180012  
SKRX 180013  
SKRX 180014  
SKRX 180015  
SKRX 180016  
SKRX 180017  
SKRX 180019  
SKRX 180020  
SKRX 180021  
SKRX 180022  
SKRX 180023  
SKRX 180024  
SKRX 180025  
SKRX 50000  
SKRX 50002  
SKRX 50004  
SKRX 50007  
SKRX 50009  
SKRX 50011  
SKRX 50012  
SKRX 50015  
SKRX 50016  
SKRX 50022  
SKRX 50023  
SKRX 50034  
SKRX 55006  
SKRX 180018  
SKRX 180026  
LBR 50024  
SKRX 50003  
SKRX 50005  
SKRX 50014  
SKRX 50025

SKRX 50014

SKRX 50025

**100 Ton Flat Car Roster**

**100 ton flats**

SKRX 14005

SKRX 14006

SKRX 14007

SKRX 14008

YARR 15000

YARR 15001

YARR 15002

YARR 15003

**5438 Cu Ft Box Car Roster**

WCOR 5501  
WCOR 6500  
WCOR 6600  
WCOR 6601  
WCOR 6602  
WCOR 6504  
SKRX 6540  
SKRX 6546  
SKRX 6553  
SKRX 6556

LBR 4824

WCOR 5017

WCOR 5016

SKRX 5061

SKRX 5072

SKRX 5512

LBR 5544

WCOR 4938

YARR 2100

LBR 5042

<b><u>3420-3850 Cu</u></b>	
<b><u>Ft Open Top</u></b>	
<b><u>Hopper Roster</u></b>	
LBR	6005
LBR	6009
LBR	6013
LBR	6014
LBR	6015
LBR	6016
LBR	6017
LBR	6018
LBR	6020
LBR	20000
LBR	20001
LBR	20002
LBR	20004
LBR	20008
LBR	20014
LBR	20016
LBR	20021
LBR	20023
LBR	20029
LBR	20032
LBR	20037
LBR	20039
LBR	20040
LBR	20041
LBR	20043
LBR	20049
LBR	20054
LBR	20056
YARR	50392
LBR	50467
LBR	296416
LBR	296482
LBR	50555
LBR	296436
LBR	296485
LBR	296488
LBR	50314
LBR	50407
LBR	50506
LBR	6022

LBR	50422
LBR	50520
LBR	50525
LBR	50559
LBR	6011
LBR	20012
LBR	20017
LBR	20025
LBR	20055
LBR	50524
LBR	20013
LBR	20020
LBR	20057
LBR	6002
LBR	6012
LBR	6021
YARR	16000
LBR	20047
LBR	20048
LBR	50397
LBR	50423
LBR	296446
LBR	6003
LBR	6008
LBR	20006
LBR	20010
LBR	20022
LBR	20030
LBR	20046
LBR	50024
LBR	50420
LBR	50558
YARR	81039
LBR	296463
LBR	296465
LBR	296486
LBR	296495
LBR	20005
LBR	296418
LBR	296487
LBR	50264
LBR	50528
LBR	50533



LBR	50548
LBR	50551
LBR	50565
LBR	50570
LBR	50571
LBR	50572
LBR	6004
LBR	6007
LBR	20018
LBR	20034
SKRX	50283
SKRX	50315
SKRX	50349
SKRX	50365
SKRX	50394
SKRX	50410
SKRX	50446
SKRX	50458
SKRX	50508
SKRX	50513
SKRX	50526
SKRX	50538
SKRX	50556
SKRX	50568
SKRX	80829
SKRX	81533
SKRX	296425
SKRX	296443
SKRX	296455
SKRX	296481
LBR	20011

<u>Customer</u>	<u>Lease Start Date</u>	<u>Notes</u>	<u>Car Type and Amount</u>	<u>Lease Termination Date</u>
Allegheny Valley Railroad	July, 2013		10 Boxcars	7/10/2018
Camp Chase Railroad	June, 2014		8 Boxcars	6/28/2017
Cape & Son	April, 2015		2 wood chip Gondolas	4/8/2020
Central Maine & Quebec	December, 2014		31 boxcars	12/18/2019
Combined Metals	May, 2014		2 gondolas	5/2/2019
Depew Lancaster & Western Railroad	October, 2014		2 Gondolas	10/7/2019
Interstate Commodities	September, 2014		30 Covered Hoppers	9/23/2017
Mittal Steel	March, 2015		62 Gondolas	3/3/2018
Mittal Steel	April, 2009		33 Flatcars	4/1/2019
Smuckers	June, 2015		4 boxcars	6/15/2017
Youngstown and Southeastern Railroad	June, 2014	10 off lease Returned , 10 Month to Month	20 Boxcars	6/28/2017
American Eagle Paper	October, 2014	Expired notice of Return given by Customer	11 boxcars	October, 2015
Buffalo & Pittsburg Railroad	November , 2011	Expired Cars Idle NO contact	44 coal cars	November, 2016
Cando	February , 2015	Expired notice of Return Given by Customer	4 Flat Cars	February, 2017
Cater Parrot	July, 2012	Expired Cars Idle NO contact	2 boxcars	July, 2014
CSX/National Pool	August, 2006	Expired Cars returned by Customer	9 Boxcars	August, 2011
Canton Railroad	August, 2009	Cars Being used Month to Month	8 boxcars	August, 2014
Delaware Lackawanna Railroad	May, 2007	Cars Being used Month to Month	6 coal cars	May, 2012
Finger Lakes Railway	November, 2006	Expired cars Idle no contact	2 boxcars	November, 2009
Happy Valley Blended	February, 2015	Expired car being used Month to Month	1 covered hopper	February, 2016
Housatonic Railroad	April, 2013	Expired cars being used Month to Month	3 coal cars	April , 2014
Interstate Sands LLC	May, 2014	Expired , Cars Returned	15 covered Hoppers	May, 2017
Juanita Valley Railroad	April, 2007	Cars Idle Expired	3 boxcars	April, 2012
Koppers	January, 2015	Cars Being used Month to Month	11 Gondolas	January, 2017
Lycoming Valley Railroad	No lease	Cars Being used Month to Month	10 coal cars	no lease
Nittany Bald Eagle Railroad	No lease	Cars Being used Month to Month	31 Coal Cars	no lease
Norfolk Southern	No lease	Cars Being used Month to Month	4 flatcars	no lease
Hoosier	No lease	Cars Being used Month to Month	1 boxcar	no lease
Owego & Hartford Railway	November , 2003	Cars Returned by Customer	24 Gondolas	November, 2008
Potter's Industries	April, 2015	Cars Being used Month to Month	20 coal cars	April, 2017
Railworks	January, 2016	Cars Being used Month to Month	1 boxcar	January, 2017
Relist Popcorn	October, 2014	Cars Being used Month to Month	3 covered Hoppers	October, 2016
Del Monte/Soger Creek	Lease IS/Was Pending	Cars Being used Month to Month	6 boxcars	no lease

**EXHIBIT "B"**  
**to Motion to Sell**